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United States
Securities and Exchange Commission

Washington, D.C. 20549

Form F-X

APPOINTMENT OF AGENT FOR SERVICE OF PROCESS AND
UNDERTAKING

GENERAL INSTRUCTIONS

PROCESSED

OCT 15 2004

THOMSON
FINANCIAL

1. Form F-X shall be filed with the Commission:

(a) by any issuer registering securities on Form F-8, F-9, F-10 or F-80 under the Securities Act of 1933;

(b) by any issuer registering securities on Form 40-F under the Securities Exchange Act of 1934 (the "Exchange Act");

(c) by any issuer filing a periodic report on Form 40-F, if it has not previously filed a Form F-X in connection with the class of securities in relation to which the obligation to file a report on Form 40-F arises;

(d) by any issuer or other non-U.S. person filing tender offer documents on Schedule 13E-4F, 14D-1F or 14D-9F;

(e) by any non-U.S. person acting as trustee with respect to securities registered on Form F-7, F-8, F-9, F-10, F-80, or SB-2;

(f) by a Canadian issuer qualifying an offering statement pursuant to the provisions of Regulation A, or registering securities on Form SB-2; and

(g) by any non-U.S. issuer providing Form CB to the Commission in connection with a tender offer, rights offering or business combination.

A Form F-X filed in connection with any other Commission form should not be bound together with, or be included only as an exhibit to, such other form.

II. Six copies of the Form F-X, one of which must be manually signed, shall be filed with the Commission at its principal office.

A. Name of issuer or person filing ("Filer"): GPT Management Limited, as Responsible Entity for General Property Trust
(Australian Business Number 94 000 335 473)

B. (1) This is [check one]

☒ an original filing for the Filer

☐ an amended filing for the Filer

(2) Check the following box if you are filing the Form F-X in paper in accordance with Regulation S-T Rule 101(b)(9) ☒

Note: Regulation S-T Rule 101(b)(9) only permits the filing of the Form F-X in paper:

(a) if the party filing or submitting the Form CB is not subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act; or

(b) if filed by a Canadian issuer when qualifying an offering statement pursuant to the provisions of Regulation A (230.251 – 230.263 of this chapter).

(3) A filer may also file the Form F-X in paper under a hardship exemption provided by Regulation S-T Rule 201 or 202 (17 CFR 232.201 or 232.202). When submitting the Form F-X in paper under a hardship exemption, a filer must provide the legend required by Regulation S-T Rule 201(a)(2) or 202(c) (17 CFR 232.201(a)(2) or 232.202(c) on the cover page of the Form F-X.

C. Identify the filing in conjunction with which this Form is being filed:

Name of registrant	<u>N/A</u>
Form type	<u>Form CB</u>
File Number (if known)	<u>N/A</u>
Filed by	<u>GPT Management Limited, as Responsible Entity for General Property Trust</u> <u>Lend Lease Corporation Limited</u>
Date Filed (if filed concurrently, so indicate)	<u>concurrently</u>

D. The Filer is incorporated or organized under the laws of (Name of the jurisdiction under whose laws the issuer is organized or incorporated) Australia and has its principal place of business at (Address in full and telephone number):

E. The Filer designates and appoints (Name of United States person serving as agent) Joseph Portela, Esq. ("Agent") Located at Bovis Lend Lease Holdings, Inc., 200 Park Avenue, 9th Floor, New York, New York 10166, Telephone: (212) 592-6700 as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in:

- (a) any investigation or administrative proceeding conducted by the Commission; and
- (b) any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States or of any of its territories or possessions or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns (i) any offering made or purported to be made in connection with the securities registered or qualified by the Filer on Form CB on October 14, 2004 or any purchases or sales of any securities in connection therewith; (ii) the securities in relation to which the obligation to file an annual report on Form 40-F arises, or any purchases or sales of such securities; (iii) any tender offer for the securities of a Canadian issuer with respect to which filings are made by the Filer with the Commission on Schedule 13E-4F, 14D-1F or 14D-9F; or (iv) the securities in relation to which the Filer acts as trustee pursuant to an exemption under Rule 10a-5 under the Trust Indenture Act of 1939. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon such agent for service of process, and that service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.

F. Each person filing the Form in connection with:

- (a) the use of Form F-9, F-10, 40-F, or SB-2 or Schedule 13E-4F, 14D-1F or 14D-9F stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the filer at any time until six years have elapsed from the date the issuer of the securities to which such Forms and Schedules relate has ceased reporting under the Exchange Act;
- (b) the use of Form F-8, Form F-80 or Form CB stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed following the effective date of the latest amendment to such Form F-8, Form F-80 or Form CB;
- (c) its status as trustee with respect to securities registered on Form F-7, F-8, F-9, F-10, F-80, or SB-2 stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time during which any of the securities subject to the indenture remain outstanding; and
- (d) the use of Form 1-A or other Commission form for an offering pursuant to Regulation A stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if


the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed from the date of the last sale of securities in reliance upon the Regulation A exemption.

Each filer further undertakes to advise the Commission promptly of any change to the Agent's name and address during the applicable period by amendment of this Form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

G. Each person filing this Form, other than a trustee filing in accordance with General Instruction I.(e) of this Form, undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the Forms, Schedules and offering statements described in General Instructions I.(a), I.(b), I.(c), I.(d) and I.(f) of this Form, as applicable; the securities to which such Forms, Schedules and offering statements relate; and the transactions in such securities.


The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Country of Australia, this 11 day of October, 2004.

Filer: GPT MANAGEMENT LIMITED, AS
RESPONSIBLE ENTITY FOR GENERAL
PROPERTY TRUST

By: 
Name: James Coyne
Title: Company Secretary and General Counsel

This statement has been signed by the following person in the capacity indicated and on October 13, 2004.

JOSEPH PORTELA, ESQ., AS AGENT
OF SERVICE OF PROCESS OF
GPT MANAGEMENT LIMITED

By: 
Name: Joseph Portela
Title: General Counsel of Bovis Lend Lease Holdings, Inc.

**EXTRACT OF MINUTES OF MEETING OF BOARD OF DIRECTORS OF
GPT MANAGEMENT LIMITED HELD ON 7 OCTOBER 2004**

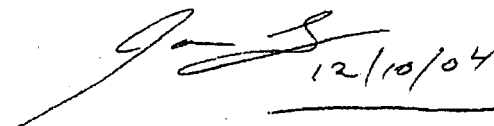
The following documents (**Transaction Documents**) in relation to the proposed merger of GPT with Lend Lease Corporation Limited (**Proposed Merger**) were tabled:

- GPT Deed Poll (for execution by the Company);
- Lend Lease Deed Poll (not for execution by the Company)
- Stapling Deed between the Company and Lend Lease Corporation Limited (for execution by the Company);
- proposed changes to the GPT constitution;
- Securities Sale Facility Agreement between the company, GPT Management, ABN AMRO Equities Australia Limited, Macquarie Securities (Australia) Limited (**Sale Banks**) and ASX Perpetual Registrars Limited (for execution by the Company);
- Sale Banks Deeds Poll (not for execution by the Company);
- Merger Implementation Agreement Variation Deed (for execution by the Company)
- an Explanatory Memorandum to be sent to GPT Unitholders being a notice of meeting and explanatory statement of the Company and a prospectus of Lend Lease Corporation for purposes of the Corporations Act (**GPT Explanatory Memorandum**); and
- an Explanatory Memorandum to be sent to Lend Lease Shareholders, being an explanatory statement of Lend Lease Corporation and a product disclosure statement of the Company for purposes of the Corporations Act (**LLC Explanatory Memorandum**).

RESOLVED that

1. the form and terms of, the transactions contemplated by and the performance of the Company's obligations under, each Transaction Document to which the Company is expressed to be party (and any documents or instruments incidental or related to such Transaction Documents) are approved.
2. the Company authorises any director or the secretary, to execute for the Company all Transaction Documents to which the Company is expressed to be party (and any documents or instruments incidental or related to such Transaction Documents).
3. the Company authorise any director or the secretary who execute any Transaction Document, to approve any final changes to those documents (unless the relevant officers reasonably consider that the changes cause the Company to incur material additional obligations or materially limit its rights).

*I, James Anthony Coyne, solicitor certify this
to be a true extract of the minutes of meeting of the
Board of Directors of GPT Management Limited held on
7 October 2004.*


12/10/04